

April 19, 2023

Asst. Vice President, Listing Deptt.,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
MUMBAI - 400 051  
Scrip Code: HEROMOTOCO

The Secretary,  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Compliances under the SEBI (Depositories and Participants) Regulations, 2018**

Dear Sir(s),

Please find enclosed herewith Reconciliation of Share Capital Audit Report pursuant to Regulation 76 of the the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2023.

Kindly take the same on your records.

Thanking you,

**For Hero MotoCorp Limited**

**Dhiraj Kapoor**  
**Company Secretary & Compliance Officer**

Encl.: as above

**Hero MotoCorp Ltd.**

**Regd. Office:** The Grand Plaza, Plot No. 2, Nelson Mandela Road,  
Vasant Kunj - Phase - II, New Delhi - 110070, India  
Tel. +91-11-46044220, Fax +91-11-46044399  
Email: corporate.communication@heromotocorp.com  
www.heromotocorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

**THE BOARD OF DIRECTORS,  
HERO MOTOCORP LIMITED  
THE GRAND PLAZA, PLOT NO.2,  
NELSON MANDELA ROAD,  
VASANT KUNJ – PHASE-II  
NEW DELHI-110070**

### CERTIFICATE

#### RECONCILIATION OF SHARE CAPITAL AUDIT

1. For Quarter Ended : March 31, 2023
2. ISIN : INE158A01026
3. Face Value : Rs.2/- each
4. Name of the Company and CIN : **HERO MOTOCORP LIMITED  
L35911DL1984PLC017354**
5. Registered Office Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
6. Correspondence Address : The Grand Plaza, Plot No. 2, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi-110070
7. Telephone : Tel. No : +91 11 46044220  
Fax No : +91 11 46044399
8. E-mail id : [dhiraj.kapoor@heromotocorp.com](mailto:dhiraj.kapoor@heromotocorp.com)
9. Name of the Stock Exchanges where the Company's equity shares are listed:
  - a) **National Stock Exchange of India Limited (NSE)**
  - b) **BSE Limited (BSE)**

Particulars	Number of Equity Shares	% of Total Issued Equity Capital
10. Issued Capital	19,98,39,718	100
11. Listed Capital (Exchange wise)		
a) National Stock Exchange of India Ltd.	19,98,39,718	100
b) BSE Limited	19,98,39,718	100
12. Held in dematerialized form in NSDL	19,27,98,581	96.48
13. Held in dematerialized form in CDSL	61,04,657	3.05
14. Physical holdings	9,36,480	0.47



15.	<b>Total No. of Shares (12+13+14)</b>	<b>19,98,39,718</b>	<b>100</b>
16.	Reasons for difference, if any, between [10 &11], [10 & 15] and [11 &15]:	<b>Not Applicable</b>	<b>Not Applicable</b>

17. Certifying the details of changes in Share Capital during the quarter under consideration are as per Table below:

Particulars**	No. of Shares	Applied / Not Applied for Listing	Listed on stock Exchanges	Whether intimated to NSDL	Whether intimated to CDSL	In-principal approval pending from Stock Exchange
Employee Stock Option Plans	6,090 <sup>#</sup>	Applied*	NSE & BSE	YES	YES	Not Applicable
Restricted Stock Units Plans	3,195 <sup>#</sup>	Applied*	NSE & BSE	YES	YES	Not Applicable

\*\* *Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)*

<sup>#</sup> **9,285 Equity shares were allotted under various plans framed under Employee Incentive Scheme 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021**

500 equity shares allotted pursuant to Employee Stock Option Plan, 2018,  
3,450 equity shares allotted pursuant to Employee Stock Option Plan, 2019,  
2,140 equity shares allotted pursuant to Employee Stock Option Plan, 2020.  
2,084 equity shares allotted pursuant to Restricted Stock Units Plan, 2019  
468 equity shares allotted pursuant to Restricted Stock Units Plan, 2020  
643 equity shares allotted pursuant to Restricted Stock Units Plan, 2021

\*Listing of 9,285 equity shares applied for approval of Stock Exchanges were received vide letter from BSE and NSE dated 09<sup>th</sup> February, 2023 and which were effective from 10<sup>th</sup> February, 2023.

18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	Not Applicable
19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	NIL
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	Not Applicable

21. Mention the total number of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: Not Applicable

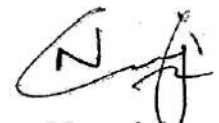
Total No. of Demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	Not Applicable
Pending for more than 21 days	NIL	NIL	Not Applicable

N



22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	Mr. Dhiraj Kapoor Designation: Company Secretary & Compliance Officer Phone No. : +91 11 46044220; Fax No. : +91 11 46044399;
23.	Name, Address, Telephone & E-mail ID, Firm Registration No. of Auditor:	Neeraj Arora Partner: Sanjay Grover & Associates, Company Secretaries (Firm Registration No. P2001DE052900) B-88, First Floor, Defence Colony, New Delhi – 110024 FCS: 10781; CP No. 16186 Phone No. : +91 11 46790000 E-mail ID : <a href="mailto:sanjaygrover7@gmail.com">sanjaygrover7@gmail.com</a>
24.	Appointment of Common Agency for share registry work (If yes, name and address):	KFin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India -500 032
25.	Any other detail that the Auditor may like to provide, (e.g. BIFR company, delisting from SE, company changed its name etc.)	<b>Not Applicable</b>

**For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.:P2001DE052900**



**Neeraj Arora  
Partner  
CP No. 16186  
FCS No. 10781  
UDIN: F010781E000134333**

**Date: 18th April, 2023  
Place: New Delhi**

